

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

In re

MAX & ERMA'S RESTAURANT, INC.,

Debtor.

Case No. 09-27807-MBM

Chapter 11

Related to Doc. No. 126

**SUPPLEMENTAL VERIFIED STATEMENT OF MARK E. FREEDLANDER PURSUANT TO
FED. R. BANKR. PRO. 2014(a) IN SUPPORT OF APPLICATION FOR AN ORDER
PURSUANT TO 11 U.S.C. §§ 105 AND 1103(a) OF THE BANKRUPTCY CODE
AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF
MCGUIREWOODS LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS**

I, Mark E. Freedlander, verify and declare as follows:

1. I am a partner in the law firm of McGuireWoods LLP ("McGuireWoods" or the "Firm"). My office address is McGuireWoods LLP, 625 Liberty Avenue, 23rd Floor, Pittsburgh, PA 15222. I am authorized to make this supplemental verified statement (the "Supplemental Verified Statement") on behalf of McGuireWoods. This Supplemental Verified Statement is submitted pursuant to Fed. R. Bankr. Pro. 2014(a) as a supplement to my verified statement dated November 24, 2009 (the "Verified Statement") and in support of the Application for Order Pursuant to 11 U.S.C. §§ 105 and 1103(a) of the Bankruptcy Code Authorizing and Approving the Employment and Retention of McGuireWoods LLP as Counsel for the Official Committee of Unsecured Creditors (the "Application").

2. On November 24, 2009, McGuireWoods filed the Application [Doc. No. 126]. A hearing on the Application is currently scheduled for January 6, 2010 at 1:30 pm.

3. Subsequent to the filing of the Application, the United States Trustee requested that McGuireWoods run a conflicts check on the entire creditor matrix filed by the Max & Erma's Restaurant, Inc. (the "Debtor") and file a supplemental verified statement disclosing any prior, current or past representations.


4. This Supplemental Verified Statement discloses that McGuireWoods has represented, currently represents and/or may represent in the future the following creditors (or various affiliates or otherwise related parties of such creditors) of the Debtor in matters wholly unrelated to the Debtor and this chapter 11 case:

Cafco Inc.
Capital Lighting & Supply, Inc.
GE Capital Corporation
Aramark Uniform Services, Inc.
American Express
Ecolab Pest Elimination
Energen, Inc.
Federal Express
G&K Services, Inc.
Giant Eagle
ADT Security Services
Coca-Cola
Moore Wallace
Nexsen Pruet PLLC
IBM Corporation
IKON Office Solutions
Hobart Corporation
Iron Mountain
LeClair Ryan
KForce, Inc.
Professional Heating & Cooling, Inc.
S&D Coffee, Inc.
Pepsi Cola General Bottlers
PIP Printing and Document Service
Orkin Pest Control
Tidewater Air Filter Fabrication Co. Inc.
WW Grainger Inc.

5. This Supplemental Verified Statement also discloses that McGuireWoods previously represented MacArthur Shopping Center LLC (The Taubman Group) ("Taubman") in an unlawful detainer action against the Debtor prior to the Petition Date. Taubman has engaged separate counsel in the Debtor's chapter 11 case, which entered its appearance on behalf of Taubman on or about November 2, 2009. McGuireWoods has not represented Taubman in any matters related to the Debtor or its chapter 11 case subsequent to the Petition Date, nor will the Firm do so in the future. Likewise, McGuireWoods has obtained a waiver from Taubman to represent the Committee in this matter and perform its duties as counsel to the Committee.

6. To the best of my knowledge, except as specifically disclosed in the Verified Statement and this Supplemental Verified Statement, McGuireWoods does not hold any interests that would prevent McGuireWoods from representing the Official Committee of Unsecured Creditors in this case. If any new material, relevant facts or relationships are discovered or arise, McGuireWoods will promptly file a supplemental verified statement pursuant to Fed. R. Bankr. Pro. 2014(a).

Date: January 6, 2010



Mark E. Freedlander
Partner, McGuireWoods LLP